

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Termination of Lease, Lease Supplement and Security Interest

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) and 49 C.F.R 1177.3(c) are two (2) originals and two (2) copies of a Memorandum of Termination of Lease, Lease Supplement, and Security Interest, dated April 18, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Surface Transportation Board on April 16, 1998 at 11:24 a.m. under Recordation Number 21334.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Westran USA, Inc.
c/o Westran Services Limited
76 Braid Street
New Westminster, B.C. V3L 3P3

A description of the railroad equipment covered by the enclosed document is fifty (50), 73' centerbeam flat cars marked NOKL 733000-733049, excluding NOKL 733023 (destroyed).

A short summary of the document to appear in the index follows: Memorandum of Termination of Lease, Lease Supplement and Security Interest.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska
Susan Grokulska
Manager of Documentation

Enclosures

(WUSA003/WUSA004)

RECORDATION NO. 21334-A FILED

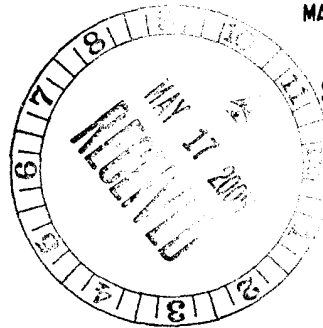
MAY 17 '05

3-34 PM

SURFACE TRANSPORTATION BOARD

VIA UPS NEXT DAY AIR

May 16, 2005



**MEMORANDUM OF TERMINATION OF LEASE, LEASE SUPPLEMENT
AND SECURITY INTEREST**

THIS MEMORANDUM OF TERMINATION OF LEASE, LEASE SUPPLEMENT AND SECURITY INTEREST (the "Memorandum") is made and entered into as of April 18, 2005 by and between First Union Commercial Corporation ("Lessor"), a North Carolina corporation, and Westran USA Inc. ("Lessee"), a Nevada corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Equipment Lease Agreement dated as of February 24, 1998 (the "Lease Agreement") as supplemented by that Lease Supplement No. 1 dated as of February 24, 1998 (the "Lease Supplement"); the Lease Agreement as supplemented by the Lease Supplement, being referred to herein as the "Lease") between the Lessor and the Lessee, and placing under lease railcars bearing the car numbers as set forth on Schedule 1 attached hereto ("Railcars"), and all additions thereto, alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease, Lease Supplement and Security Interest Agreement dated as of February 24, 1998 (the "Security Agreement"), evidencing the above described lease of such Railcars, which was recorded with the Surface Transportation Board on April 16, 1998 at 11:24 a.m. under Recordation Number 21334, pursuant to the provisions of 49 U.S.C. Section 11301(a) and 49 CFR 1177.3 (c).

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed, by their respective officers duly authorized as of the date and year first above written, to evidence upon the public record, the termination of such lease of such Railcars.

IN WITNESS WHEREOF, the parties wish to show for the public record the termination of the aforesaid Lease, Security Agreement and the security interest of the Lessor in the Railcars bearing the car numbers as set forth on Schedule 1 hereto, all replacements and substitutions therefore and all proceeds thereof and accordingly have cause this Memorandum of Termination of Lease, Lease Supplement and Security Interest to be executed by their officers thereunto duly authorized, as of the date first above written.

The Lessor hereby acknowledges that all obligations of the Lessee under the Lease and the Security Agreement have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under the Lease and the Security Agreement.

LESSOR:

FIRST UNION COMMERCIAL CORPORATION

By: [Signature]

Name: John I. Thomas

Title: Managing Director

LESSEE:

WESTRAN USA INC.

By: [Signature]

Name: Heward C. Little

Title: President

RECORDATION NO. 21334-A **FILED**

MAY 17 '05

3-34 PM

SURFACE TRANSPORTATION BOARD

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the State and County
aforesaid, certify that JOHN J. THOMAS personally appeared before me this
day and acknowledged his due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 18th day of April, 2005.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2008



PROVINCE OF BRITISH COLUMBIA

CITY OF VANCOUVER

I, Peter J. Mogan, a Notary Public for the Province
aforesaid, certify that Heward C. Little personally appeared before me
this day and acknowledged his/her due execution of the foregoing Memorandum.

WITNESS my hand and official stamp or seal, this 7th day of April, 2005.

Peter J. Mogan
Notary Public

My Commission Expires:

for life

PETER J. MOGAN
BARRISTER AND SOLICITOR
ACCESS LAW GROUP
1700 - 1185 WEST GEORGIA STREET
VANCOUVER, BC V6E 4E6 CANADA
TEL: 604-801-6023

**SCHEDULE 1
TO
MEMORANDUM OF TERMINATION OF LEASE,
LEASE SUPPLEMENT AND SECURITY INTEREST**

NUMBER OF CARS: Forty-nine (49)

DESCRIPTION OF CARS: 73' Centerbeam Flat Cars, 286,000 GRL

CAR NUMBERS: NOKL 733000-733049

NOKL 733023 has been destroyed